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SURFACE TRANSPORTATION BOARD

**ATEL**
Leasing Corporation*

January 26, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Document for Recordation:
1. Memorandum of Lease and First Lease Renewal

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Lease and First Lease Renewal, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses to the Memorandum of Lease and First Lease Renewal executed as of January 9, 2012, are:

Lessor: ATEL Leasing Corporation, as Trustee for
ATEL Capital Equipment Fund VIII, LLC
600 California Street, 6th Floor
San Francisco, CA 94108

Lessee: Ferrous Processing and Trading Company
9100 John Kronk Street
Detroit, MI 48210

A description of the railroad equipment covered by the Memorandum of Lease and First Lease Renewal is:

One hundred (100) used 263,000GRL capacity gondolas bearing car mark numbers FPTX 84001 through FPTX 84100 inclusive.

A short summary of the document to appear in the index as follows:

Memorandum of Lease and First Lease Renewal

The fee of \$41.00 can be charged to our account.

Kindly return a stamped copy of the attached document to the undersigned at your earliest convenience.

Should you have any questions, please do not hesitate to contact me at 415.616.3427 or at rwarners@atel.com.

Sincerely,

Renette F. Warner
Senior Contract Administrator

/rfw
Attachment

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MEMORANDUM OF LEASE AND FIRST LEASE RENEWAL

SUNSHINE INFORMATION BOARD

This **MEMORANDUM OF LEASE AND FIRST LEASE RENEWAL** is made and entered into as of January 9, 2012, by and between **ATEL LEASING CORPORATION, AS TRUSTEE FOR ATEL CAPITAL EQUIPMENT FUND VIII, LLC, AS OWNER** ("**ATEL**"), located at 600 California Street, 6th Floor, San Francisco, CA 94108 and **FERROUS PROCESSING AND TRADING COMPANY ("FPT")**, located at 9100 John Kronk Street, Detroit, MI 48210.

WITNESSETH

Pursuant to a Master Lease Agreement (Full Service) (the "Lease Agreement") dated as of July 1, 2004 and Lease Schedule No. 2 thereto dated as of January 26, 2006, which incorporates the terms and conditions of the Lease Agreement and together with the Lease Agreement is the ("Lease"), ATEL had agreed to lease to FPT and FPT had agreed to lease from ATEL one hundred (100) used 263,000GRL capacity gondolas bearing car mark numbers FPTX 84001 through FPTX 84100 inclusive as more specifically described on Exhibit A attached hereto and made a part hereof (the "Cars") for an initial term of seventy-two (72) months that commenced on April 1, 2006 and ends on March 31, 2012.

Pursuant to a First Amendment to Lease Schedule No. 2 dated as of January 9, 2012, (the "First Amendment"), ATEL has agreed to continue to lease to FPT and FPT has agreed to continue to lease from ATEL the Cars for an additional term of twelve (12) months commencing on April 1, 2012, and continuing through and including March 31, 2013.

This Memorandum of Lease and First Lease Renewal has been executed and delivered by the parties for the purpose of recording and giving notice of the Lease.

IN WITNESS WHEREOF, ATEL and FPT have each executed this instrument as of the day and year first above written. Each of the undersigned certifies that he/she holds the title set forth below, that this instrument was signed on behalf of his/her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his/her corporation. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

**ATEL LEASING CORPORATION,
AS TRUSTEE FOR ATEL CAPITAL
EQUIPMENT FUND VIII, LLC**

By: Vasco H. Morais

Print Name: Vasco H. Morais
Executive Vice President

Title: _____

**FERROUS PROCESSING AND
TRADING COMPANY**

By: Rob Baretich

Print Name: Rob Baretich

Title: EXECUTIVE VP SALES & MARKETING

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM

BY: REF

**EXHIBIT A TO
MEMORANDUM OF LEASE AND FIRST LEASE RENEWAL**

<u>NO.</u>	<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
1	FPTX	FPTX84001
2	FPTX	FPTX84002
3	FPTX	FPTX84003
4	FPTX	FPTX84004
5	FPTX	FPTX84005
6	FPTX	FPTX84006
7	FPTX	FPTX84007
8	FPTX	FPTX84008
9	FPTX	FPTX84009
10	FPTX	FPTX84010
11	FPTX	FPTX84011
12	FPTX	FPTX84012
13	FPTX	FPTX84013
14	FPTX	FPTX84014
15	FPTX	FPTX84015
16	FPTX	FPTX84016
17	FPTX	FPTX84017
18	FPTX	FPTX84018
19	FPTX	FPTX84019
20	FPTX	FPTX84020
21	FPTX	FPTX84021
22	FPTX	FPTX84022
23	FPTX	FPTX84023
24	FPTX	FPTX84024
25	FPTX	FPTX84025
26	FPTX	FPTX84026
27	FPTX	FPTX84027
28	FPTX	FPTX84028
29	FPTX	FPTX84029
30	FPTX	FPTX84030
31	FPTX	FPTX84031
32	FPTX	FPTX84032
33	FPTX	FPTX84033
34	FPTX	FPTX84034
35	FPTX	FPTX84035
36	FPTX	FPTX84036
37	FPTX	FPTX84037
39	FPTX	FPTX84038
39	FPTX	FPTX84039

40	FPTX	FPTX84040
41	FPTX	FPTX84041
42	FPTX	FPTX84042
43	FPTX	FPTX84043
44	FPTX	FPTX84044
45	FPTX	FPTX84045
46	FPTX	FPTX84046
47	FPTX	FPTX84047
48	FPTX	FPTX84048
49	FPTX	FPTX84049
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52	FPTX	FPTX84052
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66	FPTX	FPTX84066
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71	FPTX	FPTX84071
72	FPTX	FPTX84072
73	FPTX	FPTX84073
74	FPTX	FPTX84074
75	FPTX	FPTX84075
76	FPTX	FPTX84076
77	FPTX	FPTX84077
78	FPTX	FPTX84078
79	FPTX	FPTX84079
80	FPTX	FPTX84080
81	FPTX	FPTX84081
82	FPTX	FPTX84082

83	FPTX	FPTX84083
84	FPTX	FPTX84084
85	FPTX	FPTX84085
86	FPTX	FPTX84086
87	FPTX	FPTX84087
88	FPTX	FPTX84088
89	FPTX	FPTX84089
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91	FPTX	FPTX84091
92	FPTX	FPTX84092
93	FPTX	FPTX84093
94	FPTX	FPTX84094
95	FPTX	FPTX84095
96	FPTX	FPTX84096
97	FPTX	FPTX84097
98	FPTX	FPTX84098
99	FPTX	FPTX84099
100	FPTX	FPTX84100